

## **PUBLISHER AGREEMENT**

**THIS AGREEMENT** is dated as of March 31, 2005, and is between Active8media, LLC., a Delaware limited liability company ("Active8media") and **HOUSE AND GARDEN MAGAZINE** ("Publisher").

**Preliminary Statement.** Active8media has developed and owns a web-based Active8media Technology (the "Active8media Technology"), which Active8media uses to develop interactive versions of print media, including advertisements, and places and hosts the interactive print media on the Internet. Publisher publishes a monthly magazine known as "House and Garden" ("**House and Garden Magazine**"), and owns and operates a website, currently located at "www.house-and-garden.com" (the "**House and Garden Site**"). Publisher desires to use the Active8media Technology on the House and Garden Site with respect to House and Garden Magazine, and Active8media is willing to provide Publisher with the Active8media Technology and to assist Publisher in offering the interactive advertisements to selected House and Garden advertisers ("Advertisers"), subject to the terms and conditions set forth herein.

**NOW, THEREFORE**, for and in consideration of the premises and the mutual covenants and agreements contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, hereby agree as follows:

**REDACTED**

**REDACTED**

**REDACTED**

**REDACTED**

**REDACTED**

**REDACTED**

**REDACTED**

**REDACTED**



**REDACTED**

REDACTED

REDACTED

**REDACTED**

**IN WITNESS WHEREOF**, the parties have caused this Agreement to be executed by their duly authorized agents as of the date first above written.

**Active8media, LLC**

By: P. Todd Mann  
Name: P. Todd Mann  
Title: Managing Member

HOUSE AND GARDEN MAGAZINE

By: J. Kronick  
Name: J. Kronick  
Title: Exec. Creative Svcs.  
Dir.

**EXHIBIT A**

**REDACTED**

REDACTED

**REDACTED**

**EXHIBIT B**

**REDACTED**



REDACTED

**REDACTED**

REDACTED

**EXHIBIT C**

**REDACTED**

**REDACTED**

**REDACTED**

**REDACTED**

**REDACTED**



**REDACTED**

**EXHIBIT D**

REDACTED